

Disclosure Statement Pursuant to the OTCID Disclosure Guidelines

LiveWire Ergogenics, Inc.

A Nevada Corporation

1600 N Kraemer Blvd
Anaheim, CA 92806-1410

714-740-5144

info@livewireergogenics.com

SIC Code: 2060

Quarterly Report

For the Period Ending: September 30, 2024
(the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

As of September 30, 2024, the number of shares outstanding of our Common Stock was 1,863,979,092

As of December 31, 2023, the number of shares outstanding of our Common Stock was 1,859,979,092

As of December 31, 2022, the number of shares outstanding of our Common Stock was 1,829,479,092

Shell Status

Indicate by check mark whether the Company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes: ☐ No: ☒

Indicate by check mark whether the Company's shell status has changed since the previous reporting period:

Yes: ☐ No: ☒

Change in Control

Indicate by check mark whether a Change in Control.¹ of the Company has occurred over this reporting period:

Yes: ☐ No: ☒

1) Name and address(es) of the issuer and its predecessors (if any)

Livewire Ergogenics, Inc. 9/20/2011 to current
1600 N Kraemer Blvd,
Anaheim CA 92806

SF Blu Vu, Inc. 5/15/2009 to 9/20/2011

Semper Flowers, Inc. 10/9/2007 to 5/15/2009

Incorporated in Nevada on October 9, 2007, Status: Active

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception:

NONE

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

NONE

The address(es) of the issuer's principal executive office:

1600 N Kraemer Blvd
Anaheim, CA 92806-1410

The address(es) of the issuer's principal place of business:

Check box if the principal executive office and principal place of business are the same address: ☒

Has the issuer or its predecessors been in bankruptcy, receivership, or a similar proceeding in the past five years?

Yes: ☐ No: ☒

2) Security Information

Transfer Agent

Name: Continental Stock Transfer & Trust
Phone: 212-856-32183
Email: eyoung@continentalstock.com
Address: 1 State Street, 30th Floor
New York
NY 10004-1561

Is the Transfer Agent registered under the Exchange Act? Yes: ☒ No: ☐

Publicly Quoted or Traded Securities:

Trading symbol:	LVVV	
Exact title and class of securities outstanding:	Common	
CUSIP:	53838A 104	
Par or stated value:	\$0.0001	
Total shares authorized:	2,000,000,000	as of date: 9/30/2024
Total shares outstanding:	1,863,979,092	as of date: 9/30/2024
Number of shares in the Public Float:	961,943,202	as of date: 9/30/2024
Total number of shareholders of record:	6,651+	as of date: 9/30/2024

All additional classes (es) of publicly traded securities (if any): NONE

Other classes of authorized or outstanding equity securities:

Trading symbol:	n/a
Exact title and class of securities outstanding:	Class B Preferred
CUSIP:	n/a
Par or stated value:	\$0.0001

Total shares authorized:	100,000	as of date: 9/30/2024
Total shares outstanding:	37,820	as of date: 9/30/2024
Trading symbol:	n/a	
Exact title and class of securities outstanding:		Class C Preferred
CUSIP:	n/a	
Par or stated value:	\$0.0001	
Total shares authorized:	75	as of date: 9/30/2024
Total shares outstanding:	75	as of date: 9/30/2024

Security Description:

This section aims to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the information below for each class of the company's equity securities, as applicable:

1. For common equity, describe any dividend, voting, and preemption rights.

Each share of Common Stock is entitled to convert into one (1) share of regular common stock at any time at the holder's option and to cast two hundred (200) votes on all matters as to which holders of the common stock, voting together as a class, are entitled to vote; the shares have no preemptive rights and no dividend payment.

2. For preferred stock, describe the dividend, voting, conversion, liquidation rights, and redemption or sinking fund provisions.

Each outstanding share of Series B Preferred Stock shall vote with the common stock on all matters. The shares of Series B Preferred Stock shall (i) have a liquidation preference of \$1.00 per share; (ii) accrue, earn, or participate in any dividends on the common stock; and (iii) be subject to redemption by the Corporation.

Each share of Series C Preferred has the right to convert into 8,000 shares of the Company's common stock and has a liquidation preference of \$200. Additionally, the Series C Preferred is allowed to vote on all matters that the Company's shareholders are permitted to vote on, equal to .7% of all outstanding securities eligible to vote at the time of such shareholder action for each share of Series C Preferred.

3. Describe any other material rights of common or preferred stockholders.

NONE

4. Describe any material modifications to the rights of the holders of the company's securities that have occurred over the reporting period covered by this report.

NONE

3) Issuance History

A. Changes to the Number of Outstanding Shares

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years.:

No: ☐ Yes: ☒ (If yes, you must complete the table below)

Number of Shares outstanding as of December 31, 2020	<u>Opening Balance:</u> Common: 1,232,544,557 Preferred: 32,895								
Date of Transaction	Transaction type (e.g., issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or canceled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to the market price at the time	Individual/ Entity Shares were issued to (entities must have individuals with voting/investment control disclosed).	Reason for share issuance (e.g., for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing	Exemption or Registration Type?
9/23/2022	New	3,000,000	Com	<u>0.004</u>	No	Howard Rubin	Cash	R	<u>4(a)(2)</u>
9/23/2022	New	8,000,000	Com	<u>0.004</u>	No	Sheldon Katz	Cash	R	<u>4(a)(2)</u>
9/23/2022	New	1,000,000	Com	<u>0.004</u>	No	Sheldon Katz	Cash	R	<u>4(a)(2)</u>
9/26/2022	New	3,000,000	Com	<u>0.004</u>	No	Osher Inv/ Meghan Konecne	Cash	R	<u>4(a)(2)</u>
11/1/2022	New	5,000,000	Com	<u>0.004</u>	No	Kevin Seibel	Cash	R	<u>4(a)(2)</u>
11/1/2022	New	1,000,000	Com	<u>0.004</u>	No	Leslie A Lewis	Cash	R	<u>4(a)(2)</u>
11/1/2022	New	3,000,000	Com	<u>0.004</u>	No	Joseph Caponetta	Cash	R	<u>4(a)(2)</u>
12/1/2022	New	8,000,000	Com	<u>0.004</u>	No	James Gordon Blau	Cash	R	<u>4(a)(2)</u>
2/6/2023	New	8,000,000	Com	<u>0.004</u>	No	Joseph Caponetta	Cash	R	<u>4(a)(2)</u>
5/15/2023	New	2,500,000	Com	<u>0.004</u>	No	Sheldon Katz	Consulting	R	<u>4(a)(2)</u>
6/10/2023	New	20,000,000	Com	<u>0.004</u>	No	Jennifer Singhal	Consulting	R	<u>4(a)(2)</u>
8/8/2024	New	4,000,000	Con	<u>0.0013</u>	No	Donald Barry	Consulting	R	<u>4(a)(2)</u>
Shares Outstanding on 09/30/2024	Ending Balance: Common: 1,863,979,092 Preferred: 32,895								

Additional details, including footnotes to the table above: NONE

B. Outstanding promissory, convertible notes, or debt arrangements:

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

No: ☐ Yes: ☒ (If yes, you must complete the table below)

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g., pricing mechanism for the conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g., Loan, Services, etc.)
<u>4/22/14</u>	<u>\$196,341</u>	<u>\$230,000</u>	<u>0</u>	<u>12/15/24</u>	<u>None</u>	<u>Brad Nichols</u>	<u>Loan</u>
<u>8/16/13</u>	<u>\$156,281</u>	<u>\$100,000</u>	<u>\$56,281</u>	<u>8/16/16</u>	<u>0.25</u>	<u>Louise Uklea</u>	<u>Loan</u>
<u>10/3/13</u>	<u>\$83,316</u>	<u>\$50,000</u>	<u>33,316</u>	<u>10/26/16</u>	<u>0.25</u>	<u>Michelle Herr</u>	<u>Loan</u>
<u>5/7/13</u>	<u>\$16,791</u>	<u>\$12,000</u>	<u>\$4,791</u>	<u>5/6/14</u>	<u>0.05</u>	<u>Michelle Breneman</u>	<u>Loan</u>
<u>8/1/12</u>	<u>\$10,000</u>	<u>\$10,000</u>	<u>\$6,419</u>	<u>12/31/22</u>	<u>Non</u>	<u>United Capital/Chris MacDougall</u>	<u>Loan</u>
<u>4/16/18</u>	<u>\$150,000</u>	<u>\$100,000</u>	<u>\$50,000</u>	<u>12/16/18</u>	<u>None</u>	<u>JC Loans/Wm. Riley</u>	<u>Loan</u>
<u>7/26/18</u>	<u>\$62,131</u>	<u>\$65,000</u>	<u>\$6,631</u>	<u>12/31/22</u>	<u>None</u>	<u>Larry Whitehead</u>	<u>Loan</u>
<u>03/01/19</u>	<u>\$450,000</u>	<u>\$500,000</u>	<u>\$50,000</u>	<u>06/01/19</u>	<u>None</u>	<u>Tom Cling</u>	<u>Loan</u>
<u>7/17/19</u>	<u>\$10,000</u>	<u>10,000</u>	<u>\$5,000</u>	<u>7/17/2020</u>	<u>None</u>	<u>Chris Barnhardt</u>	<u>Loan</u>
<u>7/17/19</u>	<u>\$5,000</u>	<u>\$5,000</u>	<u>\$2,500</u>	<u>7/17/2020</u>	<u>None</u>	<u>JE Prince</u>	<u>Loan</u>
<u>5/15/22</u>	<u>\$983,148</u>	<u>\$948,689</u>	<u>\$35,458</u>	<u>5/15/24</u>	<u>None</u>	<u>Peachtree/I Gains</u>	<u>Cons Loan</u>
<u>8/10/22</u>	<u>\$100,000</u>	<u>\$100,000</u>	<u>\$5,000</u>	<u>8/10/23</u>	<u>None</u>	<u>Peachtree/I Gains</u>	<u>Loan</u>
<u>4/1/20</u>	<u>\$150,000</u>	<u>\$160,000</u>	<u>\$3,750</u>	<u>4/1/2024</u>	<u>None</u>	<u>Rainer Poertner</u>	<u>Cons Loan</u>
<u>05/26/20</u>	<u>\$202,500</u>	<u>\$300,000</u>	<u>0</u>	<u>6/1/2023</u>	<u>None</u>	<u>Donovan Anderson</u>	<u>Loan</u>
<u>5/8/2022</u>	<u>\$311,000</u>	<u>\$250,000</u>	<u>10,000</u>	<u>5/8/2023</u>	<u>None</u>	<u>Osher Investments/ Meghan Konecne</u>	<u>Loan</u>
<u>7/12/2022</u>	<u>\$50,000</u>	<u>\$50,000</u>	<u>\$5,000</u>	<u>12/12/22</u>	<u>None</u>	<u>Joe Caponetta</u>	<u>Loan</u>
<u>4/24/2023</u>	<u>\$50,000</u>	<u>50,000</u>	<u>\$800</u>	<u>11/30/23</u>	<u>None</u>	<u>Jason Mercer</u>	<u>Loan</u>
<u>6/6/2023</u>	<u>\$50,000</u>	<u>\$50,000</u>	<u>\$416</u>	<u>1/6/23</u>	<u>None</u>	<u>Donal Barry</u>	<u>Loan</u>
<u>6/16/2023</u>	<u>\$92,888</u>	<u>\$92,888</u>	<u>0</u>	<u>6/16/2024</u>	<u>None</u>	<u>J.Dole Group / Jeff Dole</u>	<u>Loan</u>

Additional details, including footnotes to the table above: NONE

4) Issuer's Business, Products, and Services

A. Business Operations

LiveWire is involved in the cultivation, development, design, and marketing of unique, high-quality, handcrafted cannabis-based, hemp-derived THC and CBD products and accessories for medical and recreational use for distribution in California and throughout the US. This includes developing and licensing cannabinoid-based specialty products and services such as the high-quality "SOL

VIDA” and "Estrella Weedery™ Wellness brands, developed and sold by Livewire’s affiliate Estrella River Farms and distributed through licensed distributors, dispensary chains, and direct-to-consumer delivery services in California and throughout the US, depending on product configuration (THC or Hemp) and legal status in the specific state. LiveWire Ergogenics does not produce, sell, or distribute products that violate the United States Controlled Substances Act.

The Estrella River Farms operation follows management's philosophy of utilizing only the highest-quality and unique specialty cannabinoid products. Estrella River Farms, LLC has cultivated and sells specialty retail products from business to business and direct to customers via third-party online stores and direct-to-consumer delivery services.

The Company is focused on running a lean operation, keeping overhead low while sharing critical resources with its affiliate and subsidiary companies as needed. All required operational permits for cannabis cultivation are current, issued by the local authorities and the State of California. Our affiliate, Estrella River Farms, has cultivated 3 acres or approximately 130,000 sqft and has delivered the harvest of 2024 to different processing facilities for further processing, manufacturing, and subsequent distribution.

The Company has strategically contracted with carefully selected cannabis experts and a select group of experienced manufacturers to cultivate, develop, process, and market high-quality products in California and the Domestic market, subject to legality in the specific state. The Company will only work with or have ownership of companies that comply with all Federal, State, and local laws and regulations and have the required permits to operate. The company has instructed its affiliate, Estrella River Farms, to focus on the development of new specialty retail products that can command higher sales prices and better profit margins alongside their current wholesale flower sales, which are generating decreasing sales prices. Estrella River Farms will further grow its manufacturing, distribution, and supplier network and enhance its brand with aggressive marketing campaigns, within the boundaries of federal laws.

On September 28, 2021, the Company signed a Letter of Intent to acquire a 4.99 % equity position in Makana Ola Farms in Humboldt, California. The letter of Intent established a 4.99% equity position for Livewire Ergogenics with an option for 100% (one hundred percent) equity ownership subject to specific legal, licensing, and financial milestones. LiveWire's due diligence process has been concluded, and it has executed a definitive agreement to acquire one hundred percent of Makana Ola via a performance-based earn-out. It will not require issuing any additional LiveWire common shares. Accounting treatment for this acquisition had been detailed in the 4th quarter of 2022. As of December 31, 2023, the company has decided not to exercise the option to purchase 100% of Makana Ola. No additional shares have been issued, and the change has no material impact on financial results. The Company is continuing a constructive relationship with Makana Ola, and Makana will be a reliable source of high-quality cannabis source material at preferred pricing.

On October 10, 2021, the Company signed an agreement to acquire a 51% majority equity position in Estrella Ranch Partners, LLC., the landlord for Estrella River Farms. This agreement has yet to be finalized.

On March 7, 2023, Livewire signed an option to acquire a majority equity stake in Los Angeles Cannabis's direct-to-consumer delivery company, Green Eagle. This transaction requires approval from city and state agencies, and the company is waiting for this information from the current license holder. As of the end of Q3 2023, Livewire has decided not to exercise its option. Green Eagle will become a distributor for the direct-to-customer delivery of Sol Vida and Estrella Weedery retail products. Livewire is currently in negotiations with several established and licensed distributors for the sale of its products throughout California and the US.

Livewire has secured the option to acquire equity ownership in Estrella River Farms at its sole discretion. Execution of the option is subject to clarifying the discrepancies between Federal, State, and local ordinances and other specific legal, licensing, and financial laws and conditions to the company's satisfaction.

B. Subsidiaries, parents, or affiliated companies.

Estrella Ranch Partners, LLC	Subsidiary (51% - not finalized)
Estrella River Farms, LLC	Affiliate (option for equity position)

C. Principal Products or Services.

Together with its subsidiaries, affiliates, and contractual partners, the Company has established, managed, and licensed the "Estate Grown Weedery" business model to cultivate and sell high-quality handcrafted wholesale and retail cannabis products following growing guidelines similar to those of the winery operations surrounding Estrella Ranch. In an attempt to move away from a pure cultivation model for flower only, the Company continues to consider acquiring equity positions in subsidiaries or third-party

companies and entering new cooperation agreements with affiliate companies, strategic alliances, licensing, manufacturing, supplier, and distribution companies.

Estrella River Farms cultivates organic and marketable cannabis strains under California Law and appropriate County and local operating permits on the Estrella Ranch, with LiveWire functioning as the management company and Estrella Ranch Partners, LLC., as landlord. Livewire has entered into a Master Service and Licensing Agreement with Estrella River Farms to offer general business consulting services to the entity. The services focus on marketing and selling, compliance, intellectual property management, actual Ranch management, supervising, and assisting in the application, completion, and continuing compliance with the permitting conditions, as well as other marketing, sales, and general business activities.

Livewire does not sell or distribute any products that violate the United States Controlled Substances Act and will only work with or have ownership in companies that comply with Federal and state laws and have the required permits to operate. Livewire does not sell or distribute products anywhere, violating the United States Controlled Substances Act.

5) Issuer's Facilities

The Company leases space at the following locations:

LiveWire Ergogenics, Inc.
1600 N Kreamer Boulevard
Anaheim, CA

This 1,500-square-foot space serves as our administrative headquarters, and the Chief Executive Officer, Bill Hodson, works full-time at this location, supported by associates and consultants as needed. This is a month-to-month lease at \$1,500 per month. Further, on an as-needed basis, additional sales, marketing, market awareness, and business development efforts are performed by independent consultants throughout the country, who are typically hired on an "as-needed" basis. The Company has consolidated all cannabis operations to its Estrella Ranch at 5165 Estrella Rd, Paso Robles, CA 93446.

6) Officers, Directors, and Control Persons

We currently have one full-time contracted employee, several consultants, and independent sales representatives based in California. Together, they oversee the Company's day-to-day operations in Anaheim and Paso Robles to support management, engineering, and administration teams.

Name of Officer/Director and Control Person	Affiliation with Company (e.g., Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding
Bill Hodson	Board Member, Chief Executive Officer, Treasurer	<u>Orange, CA</u>	105,061,982	<u>Comm</u>	<u>5.7%</u>
Bill Hodson	Board Member, Chief Executive Officer, Treasurer	<u>Orange, CA</u>	75	Preferred C	<u>100%</u>
William Riley	President/Director	<u>Las Vegas, NV</u>	10,000,000	Comm	.0054%
Michael Corrigan	Director	<u>Carlsbad, CA</u>	5,000,000	Comm	.0027%

7) Legal/Disciplinary History

A. Please identify whether any of the persons or entities listed above have, in the past ten years, been the subject of:

1. an indictment or conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses).
NO
2. been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended, or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended, or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance, or banking activities.

NO

3. been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

YES, see Note C below.

4. named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above, or
5. been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any business or securities activities.

YES, see Note C below

6. been the subject of a U.S Postal Service false representation order, a temporary restraining order, or a preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

NO

- B. On May 3, 2018, American E Group LLC (AEG) filed a lawsuit against the Company in the United States District Court for the Southern District of New York. The lawsuit seeks to enforce a promissory note (the "Note") in which \$30,000 required the Company to issue \$50,000 worth of restricted stock to AEG. The Company retained Gusrae Kaplan Nusbaum, PLLC, as litigation counsel. According to the Company's motion to dismiss the complaint, on October 29, 2018, the Court eliminated the provision of the Note that required delivery to AEG of \$50,000 worth of restricted stock is required because it violates Section 190.40 of New York's Penal Law against criminal usury. On January 28, 2020, United States District Court Judge Gregory H. Woods of the United States District Court for the Southern District of New York issued an Opinion and Order in action entitled, American E Group LLC v. Livewire Ergogenics Inc. (18-civ-3969) (the "Federal Litigation") that granted Livewire's motion to dismiss all American E Group's ("AEG") claims against Livewire. The Court held that AEG's Note was criminally and civilly usurious and void under New York law. After Judge Woods closed the Federal Litigation accordingly, AEG initiated an appeal to dismiss its claims in the Second Circuit Court of Appeals (the "Federal Appeal"). In 2019, JS Barkats PLLC ("JSB") initiated an arbitration against the Company and Mr. Hodson before the American Arbitration Association ("AAA"), claiming that LiveWire and Mr. Hodson owed JSB fees according to a November 2015 "Retainer Agreement." LiveWire and Mr. Hodson counterclaimed constructive fraud, breach of fiduciary duty, breach of the implied covenant of good faith and fair dealing, and legal malpractice. This legal action has been disclosed in earlier OTC filings and the Company's press releases. On March 10, 2022, the AAA arbitrator issued an award in favor of the Company and Mr. Hodson, finding that they had proven their counterclaims and that JSB had failed to prove its claim. The Arbitrator awarded the Company and Mr. Hodson a total of \$352,493.02, including damages and arbitration costs, and ordered JSB to pay this sum no later than April 24, 2022. The Company and Mr. Hodson have petitioned the Federal Court for the Southern District of New York to confirm the AAA award, and the Court has confirmed the award. The Company has engaged an attorney to explore all avenues to collect the award but has not yet been able to collect it.
- C. On May 16, 2023, Livewire consented to an order by the SEC to pay a civil money penalty for Livewire's failure to comply with specific filing regulations of Regulation A, which it had filed on August 28, 2020. The SEC determined that the offering was not correctly registered with the commission, but Livewire had instead sought to rely on the limited exemption from regulation found

in Regulation A. The SEC determined that an issuer cannot use the same offering circular supplement to increase the number of securities offered under Regulation A. Additional securities may be offered only under a new offering statement or a post-qualification amendment qualified by the Commission. The company will pay the Securities and Exchange Commission a civil penalty of \$50,000. Payment shall be made in three installments, with the first payment being due within 90 days of the date of the Order, the second within 180 days of the Order, the third within 270 days of the Order, and the fourth, plus all accrued interest, within 360 days of the Order. The company is currently negotiating a new payment schedule that has not been established yet.

- D. In July 2023, Noteholder Osher Investments, LLC, notified LiveWire that it had delivered a summons to request relief regarding a particular financial transaction with LiveWire. Livewire has referred the complaint to its legal counsel to take appropriate action. As of September 30, 2024, the parties are in negotiations to resolve the issue.
- E. On October 19, 2023, we received a notice from Gusrae Kaplan Nussbaum PLLC (GKN) that it requested the entry of an order for a judgment against Livewire with the Court of New York for a remaining payment to GKN for representation in the case against American E Group LLC and JS Barkats, PLLC, in which Livewire obtained a judgment and an Arbitration award in favor of Livewire. Although Livewire has partially and periodically paid a significant amount to GKN and considered the outstanding balance unreasonably high, GKN filed a request for an order with the New York court. Livewire instructed its attorneys to renegotiate the remaining payment balance. This renegotiation is ongoing as of September 30, 2024.
- F. On May 15, 2024, we received a Complaint for Breach of Contract from the Estate of Larry Whitehead. Livewire had entered into a settlement agreement with the Estate after Mr. Whitehead's death. Subsequently, the Estate claimed non-fulfillment of the settlement agreement, requested repayment of the entire loan amount, and requested that the Court enter a judgment. As of September 30, 2024, the Company has not received a judgment and is continuing its efforts to resolve this issue amicably.
- G. Estrella Ranch Partners LLC (ERP) has been in discussions with its mortgage lender to extend the current mortgage agreement for Estrella Ranch, and the lender had agreed to extend it until September 30, 2022, under the original loan terms. So far, the parties have not been able to finalize the terms of an extended or new loan agreement. So far, ERP considers the new lender's proposed conditions unacceptable, especially considering continuing operational and legal obstacles for ERP, declining bulk cannabis flower prices, and increasing operating and compliance costs. Accordingly, ERP has listed the property for sale with a high-profile brokerage firm and plans to pay off the outstanding balance after the sale. Meanwhile, the lender has filed a Notice of Default. As of September 30, 2024, no final agreement has been entered into, and the Ranch has not been sold yet.

8) Third-Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers:

Securities Counsel

Name:	Michael Corrigan, Esq.
Firm:	Corrigan Law
Address 1:	10525 Vista Sorrento Parkway, #200
Address 2:	San Diego, CA 92121
Phone:	619-535-1100
Email:	mike@corriganlaw.net

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: Bill Hodson

Title: CEO
Relationship with Issuer: CEO

A. The following financial statements were prepared in accordance with the following:

- ☒ U.S. GAAP
☐ IFRS

B. The financial statements for this reporting period were prepared by:

Name: Bill Hodson
Title: CEO
Relationship with Issuer: CEO

LIVEWIRE ERGOGENICS, INC.
CONSOLIDATED FINANCIAL STATEMENTS
FOR THE PERIODS ENDING SEPTEMBER 30, 2024, AND DECEMBER 31, 2023

LIVEWIRE ERGOGENICS, INC.
CONSOLIDATED BALANCE SHEET
FOR THE PERIOD ENDING SEPTEMBER 30, 2024, AND DECEMBER 31, 2023
(UNAUDITED)

	<u>September 30, 2024</u>	<u>December 31, 2023</u>
ASSETS		
Current assets:		
Cash	\$ 11,265	\$ 27,871
Accounts receivable	540,063	540,063
Due from related parties	2,112,091	2,043,274
Contract Assets	22,000	22,000
Loan to related party	4,824,375	4,637,031
Total current assets	<u>7,509,794</u>	<u>7,270,239</u>
Fixed assets, net	183,653	196,291
Investment in Mojave Jane	<u>269,002</u>	<u>269,002</u>
Total Other Assets	<u>452,655</u>	<u>465,293</u>
Total assets	<u>\$ 7,962,449</u>	<u>\$ 7,735,532</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 1,350,518	\$ 1,278,276
Convertible notes, net of unamortized discount of \$0 and \$9715 respectively	498,250	488,535
Notes payable, net of unamortized discount of \$0 and \$0 respectively	2,504,649	2,508,649
Notes payable - related party	<u>346,341</u>	<u>346,341</u>
Total current liabilities	<u>4,699,758</u>	<u>4,621,801</u>
Total liabilities	<u>4,699,758</u>	<u>4,621,801</u>
Stockholders' equity:		
Preferred stock, \$0.0001 par value; 9,899,925 shares authorized; 0 and 0 shares issued and outstanding as of September 30, 2024 and December 31, 2023, respectively	-	-
Preferred B stock; \$0.0001 par value; 100,00 shares authorized; 45,120 and 32,820 shares issued and outstanding as of September 30, 2024 and December 31, 2023, respectively	4	-
Preferred C stock; \$0.0001 par value; 75 shares authorized; 75 and 75 shares issued and outstanding as of September 30, 2024 and December 31, 2023, respectively	-	-
Common stock; \$0.0001 par value; 2,000,000,000 shares authorized; 1,859,979,092 and 1,859,979,092 shares issued and outstanding as of September 30, 2024 and December 31, 2023, respectively	185,998	185,998
Additional paid-in capital	29,213,330	29,163,334
Stock Payable	428,203	428,203
Accumulated deficit	<u>(26,564,844)</u>	<u>(26,663,804)</u>
Total stockholders' equity	<u>3,262,691</u>	<u>3,113,731</u>
Total liabilities and stockholders' equity	<u>\$ 7,962,449</u>	<u>\$ 7,735,532</u>

The accompanying notes are an integral part of these unaudited consolidated financial statements.

LIVEWIRE ERGOGENICS, INC.
CONSOLIDATED STATEMENT OF OPERATIONS
FOR THE PERIOD ENDING SEPTEMBER 30, 2024, AND SEPTEMBER 30, 2023
(UNAUDITED)

	Three Months Ended September 30		Nine Months Ended September 30,	
	September 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023
Revenue	\$ 4,568	\$ 79,500	\$ 57,568	\$ 283,500
Revenue Related Party	93,016	468,341	246,551	1,006,378
Total Revenue	97,584	547,841	304,119	1,289,878
Cost of revenue	\$ -	\$ -	\$ -	\$ -
Gross profit	97,584	547,841	304,119	1,289,878
Operating expenses:				
Professional Fees	-	182,150	71,291	459,729
General and administrative	6,500	111,869	94,458	183,004
Depreciation and amortization	6,319	6,387	18,957	30,965
Total operating expenses	12,819	300,406	184,706	673,698
Other income (expenses):				
Interest income - related party	-	89,781	183,810	259,389
Interest expense	(105,000)	(65,028)	(224,498)	(193,157)
Total other income (expense)	(105,000)	24,753	(40,688)	66,232
Net income (loss)	\$ (20,235)	\$ 272,188	\$ 78,725	\$ 682,412
Income (loss) per common share - Basic	\$ -	\$ -	\$ -	\$ -
Income (loss) per common share - Diluted	\$ -	\$ -	\$ -	\$ -
Weighted average number of common shares outstanding - Basic	1,798,756,266	1,857,805,179	1,798,756,266	1,844,369,202
Weighted average number of common shares outstanding - Diluted	1,884,947,755	1,948,996,668	1,884,947,755	1,935,560,691

The accompanying notes are an integral part of these unaudited consolidated financial statements.

LIVEWIRE ERGOGENICS, INC.
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE PERIOD ENDING SEPTEMBER 30, 2024, AND SEPTEMBER 30, 2023
(UNAUDITED)

	Nine Months Ended September 30,	
	September 30, 2024	September 30, 2023
Cash flows from operating activities:		
Net income (loss)	\$ 78,725	\$ 682,412
Adjustments:		
Depreciation and amortization	18,957	30,965
Amortization of debt discount	9,715	36,848
Stock-based compensation	-	113,152
Shares issued to extend debt	-	32,000
Changes in assets and liabilities, net of acquisition effects		
Accounts Receivable		(9,436)
Due from Related Parties	(68,817)	(546,705)
Accounts Payable	86,158	176,873
Net cash provided by operating activities	124,738	516,109
Cash flows from investing activities:		
Loans to Estrella Ranch	(187,344)	(662,702)
Net cash used in investing activities	(187,344)	(662,702)
Cash flows from financing activities:		
Proceeds from notes payable	-	-
Payments on the notes payable	(4,000)	(6,375)
Proceeds from convertible debt	-	50,000
Payments on convertible debt	-	(10,000)
Proceeds from issuance of preferred stock	50,000	-
Net cash used in financing activities	46,000	33,625
Net decrease in cash and cash equivalents	(16,606)	(112,968)
Cash and cash equivalents at beginning of period	27,871	199,953
Cash and cash equivalents at end of period	\$ 11,265	\$ 86,985
Supplemental cash flow disclosures:		
Cash paid for interest	\$ -	\$ 17,361
Cash paid for income taxes	\$ -	\$ -
Non-Cash investing and financing transactions		
Recognition of original issue discount	\$ -	\$ 57,500
Recognition of original issue discount. Recorded as accounts payable	\$ -	\$ 7,500

The accompanying notes are an integral part of these unaudited consolidated financial statements.

LIVEWIRE ERGOGENICS, INC.
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY (DEFICIT)
FOR THE PERIOD ENDING SEPTEMBER 30, 2024, AND SEPTEMBER 30, 2023
(UNAUDITED)

	For the Nine Months Ended September 30, 2024 and 2023											
	Preferred Stock		Preferred Stock - B		Preferred Stock - C		Common Stock		Additional	Stock	Accumulated	Total Stockholders'
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Paid-in Capital	Payable	Deficit	Equity (Deficit)
Balance, December 31, 2023	-	\$ -	32,820	\$ 3	75	\$ -	1,859,979,092	\$ 185,998	\$ 29,163,331	\$ 428,203	\$ (26,663,804)	\$ 3,113,731
Net loss	-	-	-	-	-	-	-	-	-	-	57,701	57,701
Balance, March 31, 2024	-	\$ -	32,820	\$ 3	75	\$ -	1,859,979,092	\$ 185,998	\$ 29,163,331	\$ 428,203	\$ (26,606,103)	\$ 3,171,432
Preferred shares issued for cash	-	-	12,300	1	-	-	-	-	49,999	-	-	50,000
Net loss	-	-	-	-	-	-	-	-	-	-	41,259	41,259
Balance, June 30, 2024	-	\$ -	\$ 45,120	\$ 4	\$ 75	\$ -	\$ 1,859,979,092	\$ 185,998	\$ 29,213,330	\$ 428,203	\$ (26,564,844)	\$ 3,262,691
Preferred shares issued for cash	-	-	-	-	-	-	-	-	-	-	-	-
Net loss	-	-	-	-	-	-	-	-	-	-	(20,235)	(20,235)
Balance, September 30, 2024	-	\$ -	\$ 45,120	\$ 4	\$ 75	\$ -	\$ 1,859,979,092	\$ 185,998	\$ 29,213,330	\$ 428,203	\$ (26,585,079)	\$ 3,242,456
Balance, December 31, 2022	-	\$ -	32,820	\$ -	75	\$ -	1,829,479,092	\$ 182,948	\$ 29,029,134	\$ 402,301	\$ (27,585,379)	\$ 2,029,004
Shares issued to extend debt	-	-	-	-	-	-	8,000,000	800	31,200	-	-	32,000
Shares issued for services	-	-	-	-	-	-	-	-	-	7,902	-	7,902
Net loss	-	-	-	-	-	-	-	-	-	-	179,300	179,300
Balance, March 31, 2023	-	\$ -	32,820	\$ -	75	\$ -	1,837,479,092	\$ 186,798	\$ 29,194,534	\$ 436,105	\$ (26,606,103)	\$ 2,248,206
Shares issued to extend debt	-	-	-	-	-	-	2,500,000	250	13,000	-	-	13,250
Commitment shares issued with convertible no	-	-	-	-	-	-	-	-	-	18,000	-	18,000
Net loss	-	-	-	-	-	-	-	-	-	-	230,924	230,924
Balance, June 30, 2023	-	\$ -	\$ 32,820	\$ -	\$ 75	\$ -	\$ 1,839,979,092	\$ 187,048	\$ 29,207,534	\$ 454,105	\$ (26,375,179)	\$ 2,510,380
Shares issued to extend debt	-	-	-	-	-	-	20,000,000	2,000	90,000	-	-	92,000
Commitment shares issued with convertible no	-	-	-	-	-	-	-	-	-	-	-	-
Net loss	-	-	-	-	-	-	-	-	-	-	272,188	272,188
Balance, September 30, 2023	-	\$ -	\$ 32,820	\$ -	\$ 75	\$ -	\$ 1,859,979,092	\$ 189,048	\$ 29,297,534	\$ 454,105	\$ (26,102,991)	\$ 2,874,568

The accompanying notes are an integral part of these unaudited consolidated financial statements.

Notes to Financial Statements

Management's Discussion and Analysis of Financial Condition and Results of Operations

LiveWire is involved in the cultivation, development, design, and marketing of unique, high-quality, handcrafted cannabis-based, hemp-derived THC and CBD products and accessories for medical and recreational use for distribution in California and throughout the US. This includes developing and licensing cannabinoid-based specialty products and services such as the high-quality "SOL VIDA" and "Estrella Weedery™" Wellness brands, developed and sold by Livewire's affiliate Estrella River Farms and distributed through licensed distributors, dispensary chains, and direct-to-consumer delivery services in California and throughout the US, depending on product configuration (THC or Hemp) and legal status in the specific state. LiveWire Ergogenics does not produce, sell, or distribute products that violate the United States Controlled Substances Act.

The Estrella River Farms operation follows management's philosophy of utilizing only the highest-quality and unique specialty cannabinoid products. Estrella River Farms, LLC, sells specialty retail products from business to business and direct to customers via third-party online stores and direct-to-consumer delivery services.

The Company is focused on running a lean operation, keeping overhead low while sharing critical resources with its affiliate and subsidiary companies as needed. All required operational permits for cannabis cultivation are current, issued by the local authorities and the State of California. Our affiliate, Estrella River Farms, has cultivated 3 acres or approximately 130,000 sqft and has delivered the harvest of 2024 to different processing facilities for further processing, manufacturing, and subsequent distribution.

The Company has strategically contracted with carefully selected cannabis experts and a select group of experienced manufacturers to cultivate, develop, and market high-quality products in California and the Domestic market, subject to legality in the specific state. The Company will only work with or have ownership of companies that comply with all Federal, State, and local laws and regulations and have the required permits to operate. The company has instructed its affiliate, Estrella River Farms, to focus on the development of new specialty retail products that can command higher sales prices and better profit margins alongside their current wholesale flower sales. Estrella River Farms will further grow its distribution network and enhance its brand with aggressive marketing campaigns, within the boundaries of federal laws. The Company does not sell or distribute products that violate the United States Controlled Substances Act.

Critical Accounting Policies

The preparation of our consolidated financial statements in conformity with accounting principles generally accepted in the United States requires us to make estimates and judgments that affect our reported assets, liabilities, revenues, and expenses, and the disclosure of contingent assets and liabilities. We base our estimates and judgments on historical experience and on various other assumptions we believe to be reasonable under the circumstances. Future events, however, may differ markedly from our current expectations, assumptions, or projections. While there are several significant accounting policies affecting our consolidated financial statements; we believe the following critical accounting policies involve the most complex, difficult and subjective estimates and judgments.

Accounts Receivable – We evaluate our trade accounts receivable collectability based on several factors. In circumstances where we become aware of a specific customer's inability to meet its financial obligations to us, a specific reserve for bad debts is estimated and recorded, which reduces the recognized receivable to the estimated amount we believe will ultimately be collected. In addition to specific customer identification of potential bad debts, bad debt charges are recorded based on our recent loss history and an overall assessment of past due trade accounts receivable outstanding.

Inventories – Inventories are stated at the lower of cost to purchase and manufacture the inventory or the current estimated market value of the inventory. We regularly review our inventory quantities on hand and record a provision for excess and obsolete inventory based primarily on our estimated forecast of product demand, production availability, and our ability to sell the products concerned. Demand for our products can fluctuate significantly. Factors that could affect the demand for our products include unanticipated changes in consumer preferences, general market, and economic conditions, or other factors that may result in cancellations of advance orders or reductions in the rate of reorders placed by customers and continued weakening of economic conditions. Additionally, management's estimates of future product demand may be inaccurate, which could result in an understated or overstated provision required for excess and obsolete inventory.

Long-Lived Assets – Management regularly reviews property and equipment and other long-lived assets, including certain definite-lived identifiable intangible assets for possible impairment. This review occurs annually or more frequently if events or changes in circumstances indicate that the asset's carrying amount may not be recoverable. If there is an indication of

impairment of property and equipment or amortizable intangible assets, then management prepares an estimate of future cash flows (undiscounted and without interest charges) expected to result from using the asset and its eventual disposition. If this cash is less than the asset's carrying amount, an impairment loss is recognized to write down the asset to its estimated fair value. The fair value is estimated at the present value of the future cash flows discounted at a rate commensurate with management's estimates of the business risks.

Revenue Recognition – We recognize revenue when persuasive evidence of an arrangement exists, **and the** delivery has occurred, the sales price is fixed or determinable, and collectability is reasonably assured. Generally, ownership of and The title of our products will be passed on to customers upon delivery. Net sales have been determined after deducting promotional and other allowances per ASC 605-50. Amounts received according to new and amended distribution agreements entered into with certain distributors, relating to the costs associated with terminating prior distributors, are accounted for as revenue ratably over the expected life of the respective distribution agreement, generally 20 years. Management believes that adequate provision has been made for cash discounts, returns, and spoilage based on our historical experience.

Cost of Sales – Cost of sales consists of the cost of products distributed, inbound freight charges, and certain internal cost transfer to warehouse expenses incurred before delivery. Variable product costs account for the most significant portion of the cost of sales.

Operating Expenses – Operating expenses include selling expenses such as distribution expenses to transport products to customers, warehousing expenses, advertising, commissions, and other marketing expenses. Operating expenses also include payroll costs, travel costs, professional service fees, legal fees, entertainment, insurance, postage, depreciation, and other general and administrative costs.

Income Taxes – We utilize the liability method of accounting for income taxes as outlined in ASC 740. Under the liability method, deferred taxes are determined based on the temporary differences between the financial statement and the tax basis of assets and liabilities using tax rates expected to be in effect during the years the basis differences reverse. A valuation allowance is recorded when it is more likely that some deferred tax assets will not be realized. In determining the need for valuation allowances, we consider projected future taxable income and the availability of tax planning strategies. If in the future we determine that we would not be able to realize our recorded deferred tax assets, an increase in the valuation of the allowance would be recorded, decreasing earnings in the period in which such determination is made.

We assess our income tax positions and record tax benefits for all years subject to examination based upon our evaluation of the facts, circumstances, and information available at the reporting date. For those tax positions where there is a greater than 50% likelihood that a tax benefit will be sustained, we have recorded the most significant amount of tax benefit that may potentially be realized upon ultimate settlement with a taxing authority that knows all relevant information. For those income tax positions where there is less than a 50% likelihood that a tax benefit will be sustained, no tax benefit has been recognized in the financial statements.

Derivative Liabilities - The Company assessed the classification of any derivative financial instruments as of June 30, 2024, which consists of Convertible instruments and rights to shares of the Company's common stock, and determined that such Derivatives meet the criteria for liability classification under ASC 815. ASC 815 generally provides three criteria require companies to bifurcate conversion options from their host instruments and account for them as free-standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles, with changes in fair value reported in earnings as they occur, and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument subject to the requirements of ASC 815. ASC 815 also provides an exception to this rule when the host instrument is deemed to be conventional, as described.

Fair Value of Financial Instruments - The Company has adopted FASB ASC 820 Fair Value Measurements and Disclosures, or ASC 820, for assets and liabilities measured at fair value on a recurring basis. ASC 820 establishes a standard definition for fair value to be applied to existing accepted accounting principles that require using fair value measurements to

establish a framework for measuring fair value and expand disclosure about such fair value measurements. The adoption of ASC 820 did not impact the Company's financial position or operating results but did expand certain disclosures.

ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Additionally, ASC 820 requires the use of valuation techniques that maximize the use of observable inputs and minimize unobservable inputs. These inputs are prioritized below:

- Level 1: Observable inputs such as quoted market prices in active markets for identical assets or liabilities
- Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data
- Level 3: Unobservable inputs for which there is little to no market data, which require the use of the reporting entity's own assumptions.

The Company did not have any Level 2 or Level 3 assets or liabilities as of June 30, 2024, except for its convertible notes payable and derivative liability. The carrying amounts of these liabilities on June 30, 2024, approximate their respective fair values value based on the Company's incremental borrowing rate.

Cash is considered to be highly liquid and easily tradable as of June 30, 2024, and therefore classified as Level 1 within our fair value hierarchy.

FASB ASC 825-10-25 Fair Value Option, or ASC 825-10-25, was effective on January 1, 2008. ASC 825-10-25 expands opportunities to use fair value measurements in financial reporting and permits entities to choose to measure many financial instruments and certain other items at fair value. The Company did not elect the fair value options for any of its qualifying financial instruments.

Convertible Instruments - The Company evaluates and accounts for conversion options embedded in its convertible instruments following professional standards for "Accounting for Derivative Instruments and Hedging Activities. Professional standards generally provide three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free-standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes the fair value reported in earnings as they occur, and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument. Professional standards also provide an exception to this rule when the host instrument is deemed conventional, defined as the Meaning "Conventional Convertible Debt Instrument."

The Company accounts for convertible instruments (when it has determined that the embedded conversion options should not be bifurcated from their host instruments) following professional standards when "Accounting for Convertible Securities with Beneficial Conversion Features," as those professional standards pertain to "Certain Convertible Instruments. Accordingly, The company records, when necessary, discounts to convertible notes for the intrinsic value of the conversion options embedded in debt instruments based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the Note. Debt discounts under these arrangements are amortized over the term of the related debt to their earliest date of redemption. The Company also records when necessary deemed dividends for the intrinsic value of conversion options embedded in preferred shares, based on the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the Note.

ASC 81540 provides that, among other things, generally, if an event is not within the entity's control, it could or requires net cash settlement. The contract shall be classified as an asset or a liability.

Results of Operation

During the quarters ending September 30, 2024, and 2023, we generated a net income of \$97,584 compared to \$547,841, respectively, a decrease of \$450,257.

Comparison of the Results of Operations for the quarter ending September 30, 2024, and 2023.

During the years ending September 30, 2024, and 2023, sales amounted to \$97,584 and \$547,841, respectively, a decrease of \$450,257. Accordingly, net income decreased from \$272,188 to a loss of \$20,235, a decrease of \$292,423. The current harvest and retail products processed by our affiliate company in 2024 will be reflected in the first half of 2025.

Profit (Loss) from Operations. For the quarter ending September 30, 2024, our net loss was \$20,235 compared to a net income of \$272,188 for the quarter ending September 30, 2023, a decrease of \$292,423. The decrease in net income is based on the lower revenue during a lower sales harvest period while processing the new harvest for sales. General and administrative expenses decreased to \$6,500 from \$111,869, a decrease of \$105,369, based on the absence of labor, growth consultants, and advisors during the third-party manufacturing process. Professional fees were \$0.00 for the quarter ending September 30, 2024, a decrease of \$182,150 from \$182,150 for the same period in 2023 due to the elimination of legal and general consulting fees. As of September 30, 2024, the Company has issued 1,863,979,092 shares of its restricted common stock.

Current assets and Liabilities. As of September 30, 2024, assets increased to \$7,962,449, an increase of \$226,917 compared to \$7,735,532 on December 31, 2023. Our assets exceeded our liabilities by \$3,262,691.

Reg A Offering Circulation. On April 29, 2020, Livewire filed a Reg A, Tier 1 offering circulation under Form 1-A with the U.S. Securities and Exchange Commission as amended and deemed "Qualified" on August 31, 2020, after that supplemented according to Rule 253(g)(2) of the Securities Act on September 4, 2020, relating to the offering of up to 363,636,363 shares of the common capital stock of the Company, no par value, to be sold at a fixed price. The end date of the offering will be exactly 365 days from the date the Attorney General approves the Offering Circular of the state of New York (unless extended by the Company, in its discretion, for up to another 90 days). The Company filed an Amendment on September 2, 2020, for the maximum offering of 363,636,363 shares at \$0.055. As of December 30, 2020, the Company issued 27,272,727 shares of common stock under the offering.

Livewire filed a second Reg A, Tier 1 offering circulation under Form 1-A with the U.S. Securities and Exchange Commission on September 10, 2021 as amended and deemed "Qualified," according to Rule 253(g)(2) of the Securities Act on September 23, 2021, relating to the offering of up to 125,000,000 shares of the common capital stock of the Company, no par value, to be sold at a fixed price. The end date of the offering will be exactly 365 days from the date the Attorney General approves the Offering Circular of the state of New York (unless extended by the Company, at its discretion, for up to another 90 days). On September 2, 2020, the Company filed an amendment for the maximum offering of 125,000,000 shares at \$0.016. As of December 31, 2022, the Company issued 5,000,000 shares of common stock at \$0.016 and 41,250,00 shares of common stock at \$0.004 under the Offering Circular.

The funds raised per this offering are being used to cover the cost of the offering and to continue providing working capital to the Company's affiliate companies to complete the buildout and expansion of the cannabis cultivation operation on Estrella Ranch and obtain and maintain all required government licenses. Funds will also be used to speed up the next stage of the cultivation area expansion on the Estrella Ranch Estate Grown Weedery™ project so that cultivation can be accelerated for marketing the Company's intellectual properties and products, and considering carefully selected acquisitions in the California cannabis industry.

We have successfully concluded our Reg A Tier 1 Offering and filed a Form 1-Z terminating the Offering. At this time, we will no longer be selling shares under Regulation A. We have received a letter from the SEC addressing an administrative error when filing the recent offering circular. We have agreed to resolve the issue described in the legal section of this filing.

Costs and Expenses

General and Administrative. During the year ending September 30, 2024, general and administrative expenses amounted to \$6,500, a decrease of \$105,369 from \$111,869. The decrease is based on the elimination of growth consultants and advisors during the third-party manufacturing process.

Professional Fees. For the quarter ending September 30, 2024, Professional Fees were \$0.00, a decrease of \$182,150 from \$182,150 for the same period in 2023, due to the elimination of legal and general consulting fees.

Interest expense. For the year ending September 30, 2024, interest expense increased to \$105,000 from \$65,028 during the year ending September 30, 2023, an increase of \$39,972. The increase is primarily due to the increased use of short-term loan instruments.

Gain on change in fair value of the derivative liability. Our accompanying consolidated financial statements describe how we issue convertible notes with certain conversion features and specific reset provisions. All of which we are required to bifurcate from the host financial instrument and mark to market each reporting period. We recorded the initial fair value of the reset provision as a liability with an offset to equity or debt discount, and subsequently marked to market the reset provision liability at each

reporting cycle. For the quarter ending September 30, 2024, we recorded a derivative liability of \$0 compared to \$0 for the year ending September 30, 2023. We recorded an interest income of \$0.00 compared to \$89,781 in 2023, an increase of \$89,781.

Going Concern. The Company's consolidated financial statements are prepared using U.S. GAAP applicable to a going concern, which contemplates the realization of assets and liquidating liabilities in the ordinary course of business. We have further reduced our accumulated deficit to \$26,564,844 for 2024, compared to \$26,663,804 in 2023, a decrease of \$98,960. Our assets exceeded our liabilities by \$3,262,691 as of September 30, 2024. We may require additional funding to sustain our operations and satisfy our contractual obligations for our planned operations. Our ability to establish the Company as a going concern may depend on our ability to obtain additional funding to finance our planned operations.

The company's subsidiary partner's (ERP) mortgage agreement with its lenders ended on August 30, 2024. The company and ERP are currently negotiating to either extend the mortgage agreement with the lender or enter into a lease-back agreement to continue operations. Such an agreement has not been reached yet. We may require additional funds to satisfy the terms of an extension, and no guarantee can be made that we will be able to secure such funds in a timely manner.

To continue as a going concern, develop a reliable source of revenues, and achieve a profitable level of operations, the Company will need, among other things, additional capital resources. Management's plans to continue as a going concern include raising additional capital through increased product sales and the sale of common shares. However, management cannot provide any assurances that the Company will accomplish any of its plans. The ability of the Company to continue as a going concern is dependent upon its ability to accomplish the plans described in the preceding paragraph and eventually secure other sources of financing and attaining profitable operations. The accompanying consolidated financial statements do not include any adjustments might be necessary if the Company cannot continue as a going concern.

10) Issuer Certification

Principal Executive Officer:

I, Bill Hodson, certify that:

1. I have reviewed this Quarterly Disclosure Statement for Livewire Ergogenics, Inc.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, considering the circumstances under which such statements were made, not misleading concerning the period covered by this disclosure statement; and
3. To the best of my knowledge, the financial statements and other financial information included or incorporated by reference in this disclosure statement present in all material aspects the issuer's financial condition, results of operations, and cash flows as of and for the periods presented in this disclosure statement.

Dated: September 5, 2025

By:/s/ Bill J. Hodson
Chief Executive Officer

Principal Financial Officer:

I, Bill Hodson, certify that:

1. I have reviewed this Disclosure Statement for Livewire Ergogenics, Inc.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations, and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Dated: September 5, 2025

By:/s/ Bill J. Hodson
Principal Financial Officer